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Attorneys for the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, <u>et al.</u> ,)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered

**NOTICE OF WITHDRAWAL OF ADMINISTRATIVE EXPENSE CLAIM NUMBER
18968 OF LATHAM & WATKINS LLP SUBMITTED AS COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

PLEASE TAKE NOTICE that Latham & Watkins LLP, counsel for the official committee of unsecured creditors in the above-captioned chapter 11 cases, hereby withdraws its administrative expense claim against Delphi Corporation, *et al.* for outstanding fees and out-of-pocket expenses incurred from January 26, 2008 through June 1, 2009 in the amount of \$482,272.91, Claim Number 18968, because it has been paid in full on account of such claim. The claim was initially submitted pursuant to this Court's June 16, 2009 *Order (A)(I) Approving Modifications to Debtors' First Amended Plan of Reorganization (as Modified) and Related Disclosures and Voting Procedures and (II) Setting Final Hearing Date to Consider*

*Modifications to Confirmed First Amended Plan of Reorganization and (B) Setting
Administrative Expense Claims Bar Date and Alternative Transaction Hearing Date* and
received by Delphi Corporation, *et al.* on July 15, 2009.

Dated: New York, New York
April 2, 2010

LATHAM & WATKINS LLP

By: /s/ Robert J. Rosenberg
Robert J. Rosenberg (RR-9585)
Mitchell A. Seider (MS-4321)
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Attorneys for the Official Committee of
Unsecured Creditors

Administrative Expense Claim Form

Delphi Corporation et al. Claims Processing
c/o Kurtzman Carson Consultants LLC, 2335 Alaska Avenue
El Segundo, California 90245

Delphi Corporation, *et al.* 05-444481

In re Delphi Corporation, *et al.* 05-44481
Chapter 11, Jointly Administered

**THIS SPACE IS FOR
COURT USE ONLY**

☐ Check box if the address differs from the address on the envelope sent to you by the court.

Telephone No.
(212) 906-1200

Check here if this claim ☐ replaces
☐ amends a previously filed claim, dated: _____

- ☐ Retiree benefits as defined in 11 U.S.C. § 1114(a)
☐ Wages, salaries, and compensation (Fill out below)
 Your social security number _____
 Unpaid compensation for services performed
 from _____ to _____
 (date) (date)

3. IF COURT JUDGMENT, DATE OBTAINED:

- Latham & Watkins LLP ("Latham"), counsel to the Official Committee of Unsecured Creditors appointed in these chapter 11 cases (the "Committee"), submits this Administrative Expense Claim Form on account of the fees and out-of-pocket expenses incurred between January 26, 2008 and June 1, 2009 in connection with its representation of the Committee in these chapter 11 cases.

- THIS SPACE IS FOR
COURT USE ONLY**

- orders, invoices,
NOT SEND
; attach a summary.

- d, self-addressed

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)

Robert S. Rosenberg, Partner

KURTZMAN CARSON CONSULTANTS

RECEIVED

JUL 15 2009

Lauren Gaskill
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LATHAM & WATKINS LLP

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July 14, 2009

VIA FEDEX

Delphi Corporation et al. Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245

Re: Administrative Expense Claim Form - Official Committee of Unsecured Creditors

Dear Sir or Madam:

Enclosed please find original and one file copy version of an *Administrative Expense Claim Form* in respect to the claim of **LATHAM & WATKINS LLP**, as Counsel to the Official Committee of Unsecured Creditors to **Delphi Corporation, et al.** Southern District of New York Bankruptcy Case Number 05-44481, against Delphi Corporation.

Please time stamp the original and the copy, and return the copy version in the enclosed prepaid FedEx envelope, provided for your conveniences. Thank you for your assistance.

Best regards,



Lauren Gaskill
of LATHAM & WATKINS LLP

Enclosure

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
DELPHI CORPORATION, et al.)	Case No. 05-44481 (RDD)
)	
Debtors.)	
)	Jointly Administered
)	

**ATTACHMENT TO ADMINISTRATIVE EXPENSE
CLAIM FORM OF LATHAM & WATKINS LLP**

1. Latham & Watkins LLP ("Latham"), counsel for the official committee of unsecured creditors in the above-captioned chapter 11 cases (the "Committee")¹ hereby submits this administrative expense claim (the "Administrative Expense Claim") pursuant to paragraph 38 of this Court's June 16, 2009 *Order (A)(I) Approving Modifications to Debtors' First Amended Plan of Reorganization (as Modified) and Related Disclosures and Voting Procedures and (II) Setting Final Hearing Date to Consider Modifications to Confirmed First Amended Plan of Reorganization and (B) Setting Administrative Expense Claims Bar Date and Alternative Transaction Hearing Date* (the "Procedures Order"). Latham seeks allowance as an administrative expense all of its fees and expense reimbursements incurred from January 26, 2008 through June 1, 2009 (the "Administrative Expense Claim Period") in representing the Committee.²

2. During the Administrative Expense Claim Period, Latham incurred fees and expenses totaling \$4,398,548.75. Of that amount, \$482,272.91 remains unpaid by the Debtors to date. Latham thus seeks payment of \$482,272.91 as soon as practicable.

3. After June 1, 2009, Latham has incurred, and will incur, additional fees and expenses for which it will seek payment from the Debtors in the ordinary course of business. However, in accordance with the Procedures Order, Latham has not included such additional fees and expenses in this Administrative Expense Claim. Moreover, Latham's fees and expenses incurred prior to January 26, 2008

¹ By final order dated January 6, 2006, this Court approved the Committee's retention of Latham as its counsel, *nunc pro tunc* to October 17, 2005.

² January 26, 2008 was the day after this Court entered an order confirming the chapter 11 plan of the above-captioned debtors (the "Debtors").

will be subject to allowance by this Court through the final fee application process. Consequently, those fees and expenses are not included in this Administrative Expense Claim.

4. During the Administrative Expense Claim Period, Latham advised the Committee in all aspects of the Debtors' chapter 11 cases. Latham's work during this period included, but was not limited to, legal analysis of all significant issues arising in these chapter 11 cases during the Administrative Expense Claim Period, drafting pleadings, advocating for the Committee's positions in Court hearings and during meetings with the Debtors and other parties, conducting discovery and other litigation-related activities in respect of various motions, conducting Committee meetings, meeting with the Debtors and attending Court hearings and chambers conferences, and participating in Court-ordered mediation.

5. Latham has delivered invoices (which have been redacted as appropriate) to the Debtors that set forth in detail Latham's fees and expense reimbursements that were incurred during the Administrative Expense Claim Period. Appropriate parties that wish to obtain copies of these redacted invoices may contact Michael Riela at (212) 906-1373.

6. Latham reserves the right to amend or supplement this Administrative Expense Claim for any purpose whatsoever, including but not limited to increasing the amount of its claim hereunder, or asserting additional administrative expense claims.

7. To the best of Latham's knowledge, no judgment has been rendered on the claims set forth herein.

8. All notices and communications concerning this Administrative Expense Claim should be sent to the following addresses:

Robert J. Rosenberg
Mark A. Broude
Michael J. Riela
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New York, New York 10022
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